

Jason A. Itkin*
Kurt B. Arnold*
Caj D. Boatright*
ARNOLD & ITKIN LLP
1401 McKinney St., Suite 2550
Houston, TX 77010
(713) 222-3800
*application for admission pro hac vice to be filed

and

Andrew V. Buchsbaum, Esq. (AB-6475)
FRIEDMAN, JAMES & BUCHSBAUM LLP
132 Nassau Street, Suite 900
New York, NY 10038
(212) 233-9385
Local Counsel Only

Attorneys for Respondent

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
PROSPECT CAPITAL CORPORATION, :
PROSPECT CAPITAL MANAGEMENT :
LLC, JOHN F. BARRY, M. GRIER :
ELIASEK, WALTER PARKER and :
BART DE BIE, :

Petitioners, :

-against- :

MICHAEL ENMON, :

Respondent. :
-----X

08-CIV-3721-CM

**MOTION TO ADMIT COUNSEL
PRO HAC VICE--
Jason A. Itkin**

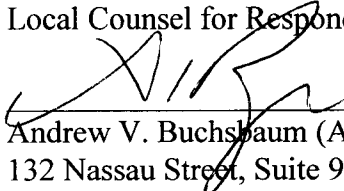
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Andrew V. Buchsbaum, a member of good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

Applicant's Name:	Jason A. Itkin
Firm Name:	Arnold & Itkin, LLP
Address:	1401 McKinney, Suite 2550
City/State/Zip:	Houston, Texas 77010
Phone Number:	713-222-3800
Fax Number:	713-222-3850

JASON A. ITKIN is a member in good standing of the Bar of the State(s) of Texas. There are no pending disciplinary proceedings against JASON A. ITKIN in any State or Federal court.

Dated: New York, New York
May 22, 2008

FRIEDMAN, JAMES & BUCHSBAUM LLP
Local Counsel for Respondent



Andrew V. Buchsbaum (AB-6475)
132 Nassau Street, Suite 900
New York, NY 10038
(212) 233-9385
(abuchsbaum@friedmanjames.com)

TO: Jonathan J. Lerner
Maura Barry Grinalds
Timothy G. Nelson
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, NY 10036-6522
(212) 735-3000
Attorneys for Petitioners

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PROSPECT CAPITAL MANAGEMENT :
LLC, JOHN F. BARRY, M. GRIER : 08-CIV-3721-CM
ELIASEK, WALTER PARKER and :
BART DE BIE, :

Petitioners, : **DECLARATION OF ANDREW V.**
 : **BUCHSBAUM IN SUPPORT OF**
-against- : **MOTION TO ADMIT COUNSEL**
 : **PRO HAC VICE—Jason A. Itkin**

MICHAEL ENMON, :

Respondent. :
-----X

State of New York)
) ss:
County of New York)

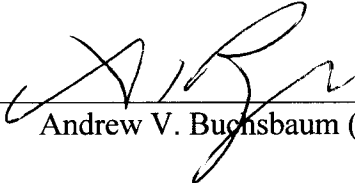
Andrew V. Buchsbaum hereby declares as follows pursuant to 28 U.S.C. § 1746:

1. I am local counsel for Respondent in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Respondent's motion to admit Jason A. Itkin as counsel pro hac vice to represent Respondent in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in New York on January 28, 1986. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Jason A. Itkin since 2007.
4. Mr. Itkin is a partner with Arnold & Itkin LLP in Houston, Texas.
5. I have found Jason A. Itkin to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure.
6. Accordingly, I am pleased to move the admission of Jason A. Itkin, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Jason A. Itkin, pro hac vice, to represent Respondent in the above captioned matter, be granted.

WHEREFORE, it is respectfully requested that the motion to admit JASON A. ITKIN, *pro hac vice*, to represent Respondent in the above-captioned matter, be granted.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 22, 2008



Andrew V. Buchsbaum (AB-6475)

STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

May 15, 2008

RE: **Mr. Jason Aron Itkin**
State Bar Number - **24032461**

To Whom it May Concern:

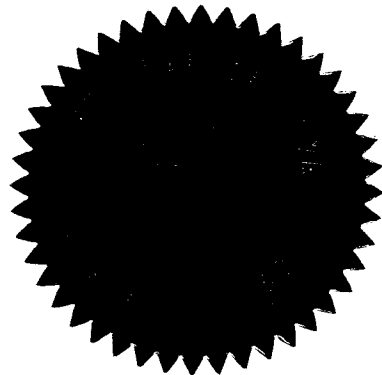
This is to certify that Mr. Jason Aron Itkin was licensed to practice law in Texas on November 02, 2001 and is an active member in good standing with the State Bar of Texas.

Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No disciplinary action involving professional misconduct has been taken against the attorney's law license. This certification expires 30 days from this date, unless sooner revoked or rendered invalid by operation of rule or law.

John A. Neal
Chief Disciplinary Counsel

JN/dh

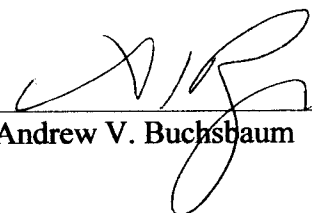


Certificate of Service

I certify that a copy of the this instrument was served by First Class Mail on May 22, 2008, upon the following counsel of record:

Jonathan L. Lerner
Maura Barry Grinalds
Timothy G. Nelson
Skadden, Arps, Slate, Meagher, & Flom, LLP
Four Times Square
New York, NY 10036-6522

Dated: May 22, 2008



Andrew V. Buchsbaum

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PROSPECT CAPITAL MANAGEMENT	:	
LLC, JOHN F. BARRY, M. GRIER	:	08-CIV-3721-CM
ELIASEK, WALTER PARKER and	:	
BART DE BIE,	:	
 Petitioners,	:	ORDER FOR ADMISSION
 -against-	:	PRO HAC VICE
 MICHAEL ENMON,	:	ON WRITTEN MOTION--
 Respondent.	:	<u>Jason A. Itkin</u>

-----X

Upon the motion of Andrew V. Buchsbaum, attorney for Respondent and said sponsor attorney's affidavit in support:

IT IS HEREBY ORDERED that

Applicant's Name:	Jason A. Itkin
Firm Name:	Arnold & Itkin, LLP
Address:	1401 McKinney, Suite 2550
City/State/Zip:	Houston, Texas 77010
Phone Number:	713-222-3800
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is admitted to practice pro hac vice as counsel for Respondent, Michael Enmon in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: New York, NY
_____, 2008

United States District/Magistrate Judge